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September 29, 1999

Magalie Roman **Salas**, Secretary  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245



Re: Westel-Milwaukee Company, Inc.  
FCC Form 602 — Ownership Information

Dear Ms. **Salas**:


Pursuant to Section 1.919(b)(2) of the Commission's rules, Westel-Milwaukee Company, Inc. ("Westel"), hereby submits an original and one copy of its FCC Form 602 — Ownership Disclosure Information for the Wireless Telecommunications Services. This Form 602 is being submitted in conjunction with Westel's renewal applications for the Indiana 7 - Owen RSA, call sign KNKN449 and the Tennessee 9 - Maury RSA, call sign KNKN600.

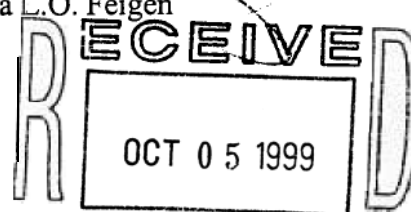
In preparing the instant Form 602, Westel has used its best efforts and good faith to provide the most complete ownership information possible. Should updated information become available to Westel, the enclosed Form 602 will be revised accordingly.

Please contact the undersigned if you should have any questions regarding this matter.

Sincerely,

WILKINSON BARKER KNAUER, LLP

By:   
Georgina L.O. Feigen




Licensing & Technical  
Analysis Branch

\* Practice limited to matters and proceedings before federal courts and agencies.

FCC 602  
Main FormFCC Ownership Disclosure Information for the  
Wireless Telecommunications ServicesApproved by OMB  
3080 - 0799  
See Instructions for  
public burden estimate

## Applicant/Licensee Information

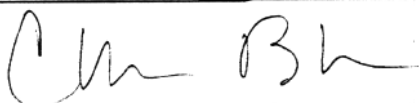
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
Westel-Milwaukee Company, Inc.			

## Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
See Attachment 1			

Signature

5) Typed or Printed Name of Party Authorized to Sign

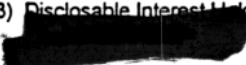
First Name:	MI:	Last Name:	Suffix:
C. Claiborne		Barksdale	
Title: Assistant Secretary			
Signature: 			Date: 9/28/99



Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

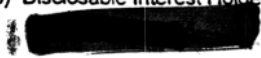
**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>American Cellular Communications Corporation</b>			3) Disclosable Interest Holder's TIN: 
4) Disclosable Interest Holder's Address: <b>1100 Peachtree Street, N.E., Atlanta, GA 30309</b>			
5) Type of Interest in Applicant ( <b>D</b> ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:  <b>100</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):  <b>C-voting</b>		9) Disclosable Interest Holder's Country of Citizenship:  <b>U. S. A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>See Attachment 1</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
<b>See Attachment 1</b>			

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

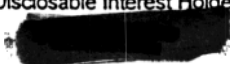
1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>BellSouth Mobility Inc</b>			3) Disclosable Interest Holder's TIN: 
4) Disclosable Interest Holder's Address: <b>1100 Peachtree Street, N.E., Atlanta, GA 30309</b>			
5) Type of Interest in Applicant ( I ) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant <b>28.4</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C-voting</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U. S. A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Attachment 1</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified!)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
<b>See Attachment 1</b>			

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)


1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>BellSouth Cellular Corp.</b>		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>1100 Peachtree Street, N.E., Atlanta, GA 30309</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>71.6</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C-voting</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U. S. A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Attachment 1</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
<b>See Attachment 1</b>			

Schedule for Disclosable Interest Holders

**Disclosable Interest Holder Information** (complete as many as required to describe all disclosable interest holders)

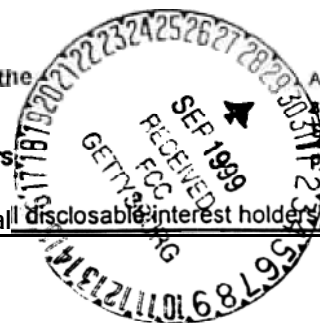
1) Disclosable Interest Holder First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder Name (if entity): <b>BellSouth Mobile Systems, Inc.</b>		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: <b>1100 Peachtree Street, N.E., Atlanta, GA 30309</b>			
5) Type of Interest in Applicant ( I ) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>100</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C-voting</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U. S. A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Attachment 1</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders** (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
<b>See Attachment 1</b>			

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FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders



Approved by OMB  
2060 -0799  
See instructions for  
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): <b>BellSouth Corporation</b>			3) Disclosable Interest Holder's TIN: <b>[REDACTED]</b>
4) Disclosable Interest Holder's Address: <b>1155 Peachtree Street, N.E., Atlanta, GA 30309</b>			
5) Type of Interest in Applicant ( I ) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): ( C ) (refer to instructions for list of codes)	7) Percent of Interest Held in Applicant: <b>100</b>	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>C- voting</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>U. S. A.</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>See Attachment 1</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
<b>See Attachment 1</b>			



**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

As reflected in the attached FCC Form 602, Westel-Milwaukee Company, Inc. (“Applicant”) is a wholly-owned subsidiary of American Cellular Communications Corporation (“ACCC”). ACCC is owned 71.6 percent by **BellSouth** Cellular Corp. (“**BSCC**”) and 28.4 percent by **BellSouth** Mobility Inc (“BMI”). BMI is a wholly-owned subsidiary of BSCC, which is a wholly-owned subsidiary of **BellSouth** Mobile Systems, Inc. (“BMSI”). BMSI is a wholly-owned subsidiary of **BellSouth** Enterprises, Inc. (“BSE”). BSE, in turn, is a wholly-owned subsidiary of **BellSouth** Corporation (“BSC”).

Applicant is a Wisconsin corporation; ACCC and BMSI are Delaware corporations; and BMI, BSCC, and BSE are Georgia corporations. All are headquartered at 1100 Peachtree Street, N.E., Atlanta, Georgia 30309. BSC is a Georgia corporation headquartered at 1155 Peachtree Street, N.E., Atlanta, Georgia 30309.

BSC is a publicly traded company. No person or entity is known to own more than five percent or more of its outstanding stock. BSC is a holding company providing **telecommunications** services, systems and products primarily through two wholly-owned subsidiaries, **BellSouth** Telecommunications, Inc. (“BST”) and BSE.

BST, a Georgia corporation, primarily provides tariffed public **landline** telephone service within localities in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

BSE is the holding company for **BSC’s** investments in companies generally engaging in telecommunications activities other than public **landline** telephoneservices, including **commercial** and private mobile radio services, and advertising and publishing services. Such services include cellular, rural radio, point-to-point microwave, broadband personal communications, and private land mobile radio services. BSC subsidiaries also provide **wireline** and wireless cable services, data services, and long distance services in accordance with the Telecommunications Act of 1996.

The following lists FCC regulated businesses of Applicant and its disclosable interest holders — ACCC, BMI, BSCC, BMSI, BSE, and BSC -beginning with BSC, Applicant’s ultimate corporate parent and the real party in interest. Entities which hold FCC licenses are indicated in bold italics; other entities are listed to make clear the relationship between Applicant and its disclosable interest holders. **TINs** are listed for these entities, as appropriate. Unless otherwise indicated, each entity is owned 100% by its parent company.

Additional information will be provided upon request.

Galveston Mobile Corporation  
AB Cellular Holding, L.L.C. (.451%)  
**Houston Cellular Telephone Company, L.P. (99% LP)**  
Galveston Cellular Partnership (87.3462% GP)  
**Galveston Cellular Telephone Company**  
Houston Cellular Holding Company (Tex), LLC  
**Houston Cellular Telephone Company, L.P. (1% GP)**  
Wireless Telecommunications Investment Company LLC

Gary Cellular Corporation  
**Gary Cellular Telephone Company (33.30% GP)**

Georgia Cellular Corporation  
**Atlanta-Athens MSA Limited Partnership (49% LP)**

Georgia Cellular Holdings, Inc.  
**Atlanta-Athens MSA Limited Partnership (.1% LP)**

**Indiana Cellular Corporation**

Jackson Holdings, Inc.  
Jackson Acquisitions Corp. (94%)  
Jackson Cellular Corporation  
**MCTA (50.1% GP)**

Los Angeles RCCs, Inc. (85%)  
ACCC of Los Angeles, Inc. (51%)  
**AB Cellular Holding, L.L.C. (35.393%)**  
**Houston Cellular Telephone Company, L.P. (99% LP)**  
Galveston Cellular Partnership (87.3462% GP)  
**Galveston Cellular Telephone Company**  
Houston Cellular Holding Company (Tex), LLC  
**Houston Cellular Telephone Company, L.P. (1% GP)**  
Wireless Telecommunications Investment Company LLC

**Westel-Indianapolis Company**  
**Bloomington Cellular Telephone Company (94.184889% GP)**  
**Kokomo Celltelco Partnership (9.041% GP)**  
**Muncie Cellular Telephone Company, Inc. (93.7005%)**  
**Terre-Haute Cellular Telephone Company, Inc. (92.8548%)**

Westel-Los Angeles Company  
ACCC of Los Angeles, Inc. (49%)  
**AB Cellular Holding, L.L.C. (35.393%)**  
**Houston Cellular Telephone Company, L.P. (99% LP)**  
Galveston Cellular Partnership (87.3462% GP)  
**Galveston Cellular Telephone Company**  
Houston Cellular Holding Company (Tex), LLC  
**Houston Cellular Telephone Company, L.P. (1% GP)**  
Wireless Telecommunications Investment Company LLC

**Westel-Milwaukee Company, Inc.**  
Westel Richmond, Inc.  
**Orlando SMSA Limited Partnership (19.72% LP)**  
**Memphis SMSA Limited Partnership (25% LP)**  
**Tennessee RSA Limited Partnership (25% LP)**

**Be/South Mobility Inc**  
**Acadiana Cellular General Partnership (RSA's No. 5 & 6) (35% GP)**  
**Alabama Cellular Service, Inc.**  
**Huntsville MSA Limited Partnership (48.75% GP/1.25% LP)**  
**American Cellular Communications Corporation (28.3668%)**  
**Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP)**



*Be//South Personal Communications, Inc.*  
*Be//South Carolinas PCS, L.P. (55.7647% GP)*  
*Be//South Carolinas PCS, L.L.C.*

Unless indicated otherwise, each subsidiary is owned 100% by its parent company.

\* ***Bold Italics*** indicates an entity which holds a license.